SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federa will not result in a loss of an available state exemption unless such is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COM Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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				Prefix		Serial
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Name of Offering ([]check if this is an amendment and name has changed, and indicate change.) \$3,000,000 10% Subordinated Promissory Notes

		PROCESSES	OMB APPROVAL
	· ·	PROCESSED	OMB Number: 3235-0076
•	1	SEP 0 6 2002	Expires: May 31, 2005
,	ı	THOMSON	Estimated average burden hours per response1
Filing Under (Check box(es) that a Type of Filing: [$f X$] New Filing $\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \$		[X] WANGAL [X] Sec	
	A. BASIC IDENTIFICATION D	DATA	
1. Enter the information requested	l about the issuer		
Name of Issuer ([]]check if this is United Capital Funding Corp	an amendment and name has changed,	and indicate change.)	
Address of Executive Offices	(Number and Street, City, State, Zip Code) 146 2nd Street North, Suite 200 St. Petersburg, Florida 33701	Telephone Number (Incl. (727) 894-8	
Address of Principal Business Business Operations (if different	(Number and Street, City, State, Zip Code)	Telephone Number (Incl	uding Area Code)
from Executive Offices)	Same as above		
Brief Description of Business	and in the state of and finance		/2021

Commercial finance company specializing in factoring and financing of accounts receivable. Type of Business Organization [] limited partnership, already formed

[X] corporation

[] business trust [] limited partnership, to be formed [] other (please specify):

Month Year

Actual or Estimated Date of Incorporation or Organization:

[0]4] [9]7]

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

[F][L]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that [] Promote Apply:	er [X]	Beneficial Owner	[X]	Executive Officer	[X	Director []	General and/or Managing Partner	
Full Name (Last name first, if indi	vidual)							
Business or Residence Address Same as Company	Number	and Street,	City,	, State, Zip Co	ode)			
Check Box(es) that [] Promote Apply:	r [X]	Beneficial Owner	[X]	Executive Officer	[X	Director []	General and/or Managing Partner	
Full Name (Last name first, if indi Baker, Ivan T.	vidual)	,						
Business or Residence Address (Same as Company	Number	and Street,	City,	, State, Zip Co	ode)			
Check Box(es) that [] Promote Apply:		neficial vner	[X]	Executive Officer	[X]	Director []	General and/or Managing Partner	
Full Name (Last name first, if indi Mandula, Mark S.	vidual)							
Business or Residence Address of Same as Company	Number	and Street,	City,	, State, Zip Co	ode)			
Check Box(es) that [] Promote Apply:		neficial vner	[X]	Executive Officer	[X]	Director []	General and/or Managing Partner	
Full Name (Last name first, if indi	vidual)							
Business or Residence Address Same as Company	Number	and Street,	City,	, State, Zip Co	ode)			
Check Box(es) that [] Promote Apply:		eneficial wner	[]	Executive Officer	[X]	Director []	General and/or Managing Partner	
Full Name (Last name first, if indi	vidual)							
Business or Residence Address Same as Company	(Number	and Street,	City	, State, Zip Co	ode)			**************************************

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[]	Executive Officer	$[\mathbf{X}]$ Director $[\]$	General and/or Managing Partner
Full Name (Last nam Ulrich, G. Kurtis	e first, if individual) .				
Business or Residen Same as Company		per and Street, (City,	State, Zip Code	9)	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[]	Executive Officer	$[\mathbf{X}]$ Director $[\]$	General and/or Managing Partner
Full Name (Last nam Ulrich, Bob	e first, if individual)				
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Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[]	Executive Officer	[] Director []	General and/or Managing Partner
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Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[]	Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	-		ongengen er	
Business or Residen	ce Address (Numb	per and Street, (City,	State, Zip Code)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security Debt	Aggregate Offering Price	Amount Already Sold
	\$_3,000,000	\$_100,000
Equity	\$	\$
[] Common [] Preferred	•	
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$_3,000,000	\$ <u>100,000</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$ 100,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	•	\$
Answer also in Appendix, Column 4, if filing under ULOE.		,
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	1	
	Type of Security	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505	·	\$
Regulation A		\$
Rule 504		\$

4. a. Furnish a statement of all expenses in connection with the iss in this offering. Exclude amounts relating solely to organization exp may be given as subject to future contingencies. If the amount of a estimate and check the box to the left of the estimate.	enses of the issue	er. The information
Transfer Agent's Fees		[] \$ <u>0</u>
Printing and Engraving Costs		[X] \$ <u>0</u>
Legal Fees		[X] \$ 10,000
Accounting Fees		[X] \$ 0
Engineering Fees		[]\$_0
Sales Commissions (specify finders' fees separately)	• • • • • • • • • • • • • • • • • • • •	[]\$_0
Other Expenses (identify)		[X] \$ 0
Total		[X] \$ 10,000
b. Enter the difference between the aggregate offering price given if Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses for each of the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forti	uestion 4.a. This	\$ <u>2,990,000</u>
in response to Part C - Question 4.b above.	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[]\$
Working capital	[] \$	
Other (specify):	[X] \$ <u>0</u>	[X] \$ 2,990,000
	[]\$	[]\$
Column Totals	[X] \$ <u>0</u>	[X] \$ 2,990,000
Total Payments Listed (column totals added)	[X]	\$ <u>2,990,000</u>
-		

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
United Capital Funding Corp.	/s/ G.K. Ulrich	8/29/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
G.K. Ulrich	Director	

ATTENTION	
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18	Ì
U.S.C. 1001.)	

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No	
See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
United Capital Funding Corp.	/s/ G.K. Ulrich	8/29/02
Name of Signer (Print or Type)	Title (Print or Type)	
G.K. Ulrich	Director	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			5			
			Type of	4				Disqualification under State	
	Intend to sell		security					ULOE	
	to non- accredited		and aggregate	Type of investor and				(if yes, attach	
			offering price offered in state	amount purchased in State				explanation of waiver granted)	
	(Part B-I		(Part C-Item 1)					(Part E-Item 1)	
				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL		x	\$3MM debt	0	0	1	\$50,000		X
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